

DEC 20 2000

Corporations Section

ARTICLES OF CONVERSION
CONVERTING

W. T. BYLER CO., INC. INTO RAILWORKS W. T. BYLER, L.P.

Pursuant to the provisions of Article 5.17 et seq. of the Texas Business Corporation Act, the undersigned, W. T. Byler Co., Inc., a Texas corporation (the "Converting Entity"), and RailWorks W. T. Byler, L.P., a Texas limited partnership (the "Converted Entity"), adopt the following Articles of Conversion.

FIRST: Attached hereto as Exhibit A and incorporated herein by reference is a copy of the executed Plan of Conversion (the "Plan") by which the Converting Entity is to be converted into the Converted Entity

SECOND. For each of the Converting Entity and the Converted Entity, the Plan was duly authorized by all action required by the laws under which it was incorporated or organized, and by the constituent documents of the Converting Entity and the Converted Entity Each of the Converting Entity and the Converted Entity has approved and executed the Plan.

THIRD: As to the Converting Entity, the approval of whose shareholders is required under Article 5.18 of the Texas Business Corporation Act, the number of outstanding shares is 10,000, and no shares of any class or series are entitled to vote as a class. The number of shares cast in favor of the conversion is 10,000, and the number of shares cast against the conversion is 0.

FOURTH: The Converted Entity shall be liable for the payment of all filing fees and franchise taxes payable in connection with the Converting Entity and the conversion.

EXECUTED to be effective as of 11:59 p.m on the 31st of December, 2000

CONVERTING ENTITY

W. T. BYLER CO., INC ,
a Texas corporation

By: [Signature]
Name: John P. Nuzzo
Title: Secretary

CONVERTED ENTITY

RAILWORKS W. T. BYLER, L.P.,
a Texas limited partnership

By RAILWORKS TRACK SYSTEMS, INC , Sole
General Partner

By: [Signature]
Name: Michael P. Rivera
Title: Asst. Sec'y

EXHIBIT A

**PLAN OF CONVERSION FOR
W. T. BYLER CO., INC.**

THIS PLAN OF CONVERSION is entered into effective December 31, 2000 by W. T. BYLER CO., INC., a Texas corporation, which is converting to a limited partnership organized under the laws of the state of Texas.

- 1 W. T. Byler Co., Inc. hereby adopts this plan of conversion in order to convert to RailWorks W. T. Byler, L.P.
- 2 By the conversion, W. T. Byler Co., Inc. will be continuing its existence in the form of a Texas limited partnership
3. Shares in W. T. Byler Co., Inc. will be converted to partnership interests in RailWorks W. T. Byler, L.P. as follows: each 100 shares of stock in W. T. Byler Co., Inc. shall be equal to a one percent partnership interest in RailWorks W. T. Byler, L.P.
4. The certificate of limited partnership of RailWorks W. T. Byler, L.P. is attached hereto and made a part hereof as Exhibit A.
5. The conversion will become effective on December 31, 2000 after the filing of articles of conversion with the Texas Secretary of State and on compliance with the organizational requirements of the Texas Business Corporations Act

Converting Entity

W. T. BYLER CO., INC.
a Texas corporation

By: [Signature]
Name: John P. Nuzzo
Title: Secretary

Converted Entity

RAILWORKS W. T. BYLER, L.P.
a Texas limited partnership

By: RAILWORKS TRACK SYSTEMS, INC.
Sole General Partner

By: [Signature]
Name: Michael P. Rivera
Title: Asst. Sec'y

CERTIFICATE OF LIMITED PARTNERSHIP

RAILWORKS W. T. BYLER, L.P.

1. The name of the limited partnership is RAILWORKS W. T. BYLER, L.P.
2. The address of the registered office of the Limited Partnership in the State of Texas is c/o Corporation Service Company, 800 Brazos, Suite 750, Austin, Texas 78701 and the name and address of the registered agent for service of process on the Limited Partnership in the State of Texas is Corporation Service Company, 800 Brazos, Suite 750, Austin, Texas 78701
3. The address of the principal office in the United States where records of the limited partnership are to be kept or made available is 6225 Smith Avenue, Suite 200, Baltimore, Maryland 21209-3613.
4. The name, mailing address and the street address of the business or residence of each general partner is as follows:

RailWorks Track Systems, Inc., 6225 Smith Avenue, Suite 200, Baltimore, Maryland 21209.
5. The limited partnership is being formed pursuant to a plan of conversion under Texas law. The converting entity, W T. Byler Co., Inc., 15203 Lillja Road, Houston, Texas 77060-5299, was formed on November 8, 1974, as a Texas corporation.

IN WITNESS WHEREOF, the undersigned, being the sole General Partner of the Limited Partnership, has caused this Certificate of Limited Partnership to be duly executed effective the 31st day of December, 2000.

GENERAL PARTNER.

RAILWORKS TRACK SYSTEMS, INC
a Nevada corporation,
sole general partner

By.

Michael P. Rivera

Name:

Michael P. Rivera

Title:

Asst. Sec'y

CERTIFICATE OF LIMITED PARTNERSHIP

RAILWORKS W. T. BYLER, L.P.

1. The name of the limited partnership is RAILWORKS W. T. BYLER, L.P.
2. The address of the registered office of the Limited Partnership in the State of Texas is c/o Corporation Service Company, 800 Brazos, Suite 750, Austin, Texas 78701 and the name and address of the registered agent for service of process on the Limited Partnership in the State of Texas is Corporation Service Company, 800 Brazos, Suite 750, Austin, Texas 78701.
3. The address of the principal office in the United States where records of the limited partnership are to be kept or made available is 6225 Smith Avenue, Suite 200, Baltimore, Maryland 21209-3613.
4. The name, mailing address and the street address of the business or residence of each general partner is as follows:

RailWorks Track Systems, Inc., 6225 Smith Avenue, Suite 200, Baltimore, Maryland 21209
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IN WITNESS WHEREOF, the undersigned, being the sole General Partner of the Limited Partnership, has caused this Certificate of Limited Partnership to be duly executed effective the 31st day of December, 2000.

GENERAL PARTNER:

RAILWORKS TRACK SYSTEMS, INC.
a Nevada corporation,
sole general partner

By: Michael P. Rivera
Name: Michael P. Rivera
Title: Asst. Sec'y